

Rights of qualified shareholders

Abstract

This thesis addresses the legal regulation of qualified shareholders and their rights, the primary purpose of which is to strengthen the position of these shareholders in the company and to protect them from the influence of the majority shareholder. The main objective of this thesis is to carry out a detailed analysis of their individual rights and to analyse and evaluate the advantages and disadvantages of the legal regulation with the help of academic literature and conclusions of court practice.

The thesis is systematically divided into three main parts, which are further divided into individual chapters and sections. In the first part of this thesis, an analysis of the terms relevant to it is made. These include the definition of joint stock company and shareholder and the distinction between majority, minority and qualified shareholder. This is followed by a description of the reasons for the protection of qualified shareholders.

The core of the thesis is in its second part, which aims to analyse the various rights that qualified shareholders have. Such rights go beyond the catalogue of ordinary shareholder rights. These include the right to request the convening of a general meeting (Section 366 et seq. of the Act on Business Corporations), the right to request the completion of the agenda of the general meeting (Section 369 of the Act on Business Corporations), the right to request a review of the exercise of the powers of the statutory body (Section 370 of the Companies Act) and the right to request the appointment of an expert to review the relationship report (Section 85 of the Act on Business Corporations). The list of rights of qualified shareholders also includes the right to file a shareholder's action (Section 371 et seq. of the Act on Business Corporations), which, however, is not covered in detail in this thesis.

Although the primary purpose of the legal regulation is to protect the qualified minority in a joint stock company, in reality there are cases when this group of shareholders abuses their rights, which is the subject of the third and final part of this thesis. First, I outline general correctives for the conduct of shareholders, such as the prohibition of apparent abuse of rights and the duty of loyalty. This is followed by an analysis of the typical manifestations of the abuse of the rights of the qualified minority, namely the right to request the convening of a general meeting and the right to request the appointment of an expert to review the relationship report.

Key words: rights of qualified shareholders, joint stock company, abuse of rights of qualified shareholders